

Hearing Date: June 6, 2018 at 9:30 a.m. (ET) / 9:30 a.m. (AST)
Objection Deadline: April 9, 2018 at 4:00 p.m. (ET) / 4:00 p.m. (AST)

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re: :
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THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
:
as representative of : Case No. 17-BK-3283 (LTS)
:
THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
:
Debtors.¹ :
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SECOND INTERIM APPLICATION OF MEMBERS OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS COMMITTEE FOR REIMBURSEMENT OF EXPENSES
FOR PERIOD THROUGH JANUARY 31, 2018

COVER SHEET

Name of applicants:	Committee Members Drivetrain, LLC ("Drivetrain") & the American Federation of Teachers ("AFT")
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the " <u>Committee</u> ")
Date of appointment:	June 15, 2017
Period for which reimbursement is sought:	May 17, 2017 through and including January 31, 2018 (the " <u>Application Period</u> ")
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$9,627.62

¹ The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

SUMMARY OF EXPENSES DURING APPLICATION PERIOD

Expense Category	Total Expenses
Drivetrain – Travel and Lodging Expenses for Committee Meeting	\$3,772.66
AFT – Travel, Lodging, and Meal Expenses for Committee Meetings, August 9 Omnibus Hearing, Mediation, and Bankruptcy Meeting	\$5,854.96
TOTAL	\$9,627.62

DETAIL OF EXPENSES DURING APPLICATION PERIOD

Drivetrain²

Description	Expense Category	Total Expenses
David Mack’s Travel & Lodging for Committee Meeting in San Juan on 01/18/18	Roundtrip Airfare (economy) from JFK to San Juan and San Juan to JFK	\$977.80
	Taxis	\$114.22
	Lodging, San Juan Marriott Resort & Stellaris Casino (01/17/18 – 01/18/18)	\$981.04
Ivona Smith’s Travel & Lodging for Committee Meeting in San Juan on 01/18/18	Roundtrip Airfare (economy) from JFK to San Juan and San Juan to JFK	\$688.80
	Lodging, San Juan Marriott Resort & Stellaris Casino (01/17/18 – 01/18/18)	\$981.04
	Taxis	\$29.76
TOTAL	\$3,772.66	

² The supporting receipts of Drivetrain are attached hereto as **Exhibit A**.

AFT³

Description	Expense Category	Total Expenses
Mark Richard's Travel, Lodging and meals for Committee meetings in San Juan on 05/17/17 and 06/25/17 – 06/26/17 and in New York on 07/12/17	Roundtrip Airfare (economy) from Miami to San Juan and San Juan to Miami (05/17/17 – 05/18/17); Airfare (economy) from Miami to San Juan (06/23/17 – 06/27/17)	\$1,320.60
	Taxis on 06/25/18 – 06/27/17 and 07/11/17 – 07/12/17	\$233.54
	Lodging, Caribe Hilton San Juan (05/17/17 – 05/18/17); Embassy Suites San Juan (06/25/17 – 06/27/17); Hampton Inn Manhattan/Chelsea (07/11/17 – 07/12/17)	\$1,452.04
	Meals on 06/26/17	\$223.00
	Subtotal (May to July 2017)	\$3,229.18
Mark Richard's Travel, Lodging, and Meals for Committee meeting in San Juan on 08/08/18, Omnibus Hearing on 08/09/17, mediation session on 08/30/17, bankruptcy meeting on 10/03/17, and Committee meeting in New York on 10/26/17	Roundtrip Airfare (economy) from Miami to San Juan and San Juan to Miami (08/07/17 – 08/10/17); Airfare (economy) from Albany to LaGuardia and from LaGuardia to Miami (10/23/17 – 10/30/17)	\$1,361.30
	Taxis on 08/07/18 – 08/09/17 and 08/30/17	\$146.88
	Lodging, Caribe Hilton San Juan (08/07/17 – 08/09/17)	\$665.13
	Meals on 08/09/17 & 10/02/17	\$452.47
	Subtotal (Aug. to Oct. 2017)	\$2,625.78
TOTAL	\$5,854.96	

³ The supporting receipts of AFT are attached hereto as Exhibit B.

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THE FINANCIAL OVERSIGHT AND : PROMESA
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as representative of : Case No. 17-BK-3283 (LTS)
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THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
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SECOND INTERIM APPLICATION OF MEMBER OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES FOR PERIOD
THROUGH JANUARY 31, 2018

To the Honorable United States District Court Judge Laura Taylor Swain:

Pursuant to the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715 in Case No. 17-3283], Drivetrain, LLC & the American Federation of Teachers (the “Committee Members”), as members of the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”),² appointed in the above-caption title III cases, hereby file this *Second Interim Application of Member of Creditors Committee for Reimbursement of*

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

² Prior to August 25, 2017, the Committee was the official committee of unsecured creditors for the Commonwealth’s title III case only. On August 25, 2017, the U.S. Trustee expanded the Committee’s role to also include the title III cases of HTA, ERS, and PREPA.

Expenses for Period Through January 31, 2018 (the “Application”). By this Application, the Committee Members seek reimbursement of reasonable, actual, and necessary expenses that they incurred in the amount of \$9,627.62 during the Application Period. In support of this Application, the Committee Members respectfully represent as follows:

BACKGROUND

1. On May 3, 2017, the Oversight Board commenced a title III case for the Commonwealth of Puerto Rico (the “Commonwealth”) by filing a voluntary petition for relief pursuant to section 304 (a) of PROMESA (the “Commonwealth Title III Case”). Thereafter, the Oversight Board commenced a title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS Title III Case”), the Puerto Rico Highways and Transportation Authority (“HTA Title III Case”), and the Puerto Rico Electric Power Authority (“PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”). By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the court approved the joint administration of the Title III Cases.

2. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338], pursuant to which Committee Member, among others, was appointed to serve on the Committee.

3. On August 23, 2017, the court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended, the “Interim Compensation Order”).³

³ The Interim Compensation Order was amended on November 8, 2017, to reflect certain changes requested by the Fee Examiner [Docket No. 1715].

4. The Interim Compensation Order provides that “[e]ach member of any statutory committee is permitted to submit statements of expenses (excluding third-party professional expenses of individual committee members) and supporting vouchers to the respective committee’s counsel, which counsel shall collect and submit for reimbursement in accordance with the Interim Compensation Procedures.” Interim Compensation Order, ¶4.

5. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

6. In accordance with the Interim Compensation Order, on March 19, 2018, expense reports for the Committee Members’ out-of-pocket expenses in the aggregate amount of \$9,627.62 were submitted to the Notice Parties (as defined in the Interim Compensation Order) in respect of expenses incurred by Committee Member during the Application Period. As of the date of this Application, (a) AFT has not yet received payment for (i) the expense report for the months of May through July, 2017, requesting payment in the aggregate amount of \$3,229.18, and (ii) the expense report for the months of August through October, 2017, requesting payment in the amount of \$2,625.78, and (b) Drivetrain has not yet received payment for the expense report for the month of January, 2018, requesting payment in the aggregate amount of \$3,772.66. Accordingly, the aggregate amount of \$9,627.62 remains unpaid.⁴

RELIEF REQUESTED

7. Pursuant to the Interim Compensation Order and section 503(b)(3)(F) of the Bankruptcy Code, made applicable to these cases by section 301(a) of PROMESA, the

⁴ Committee Members reserve their right to seek to compel compliance with the Interim Compensation Order.

Committee Members respectfully requests interim allowance and reimbursement of their reasonable, actual, and necessary expenses incurred in rendering services as a members of the Committee during the Application Period in the amount of \$9,627.62.

NOTICE

8. In accordance with the Interim Compensation Order, Paul Hastings will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP; (iii) the Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Fee Examiner, Brady Williamson; and (vi) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

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CONCLUSION

WHEREFORE, the Committee Members respectfully request entry of an order

(i) allowing the Committee Members' claims for reimbursement of actual and necessary expenses incurred during the Application Period in the amount of \$9,627.62; (ii) directing the Debtors' payment of the difference between the amount of \$9,627.62 and the amounts previously paid by the Debtors pursuant to the Interim Compensation Order; and (iii) granting such other and further relief as is just.

Dated: March 19, 2018

/s/ G. Alexander Bongartz

PAUL HASTINGS LLP
Luc. A. Despins, Esq. (*Pro Hac Vice*)
Andrew V. Tenzer (*Pro Hac Vice*)
Michael E. Comerford (*Pro Hac Vice*)
G. Alexander Bongartz, Esq. (*Pro Hac Vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
lucdespins@paulhastings.com
andrewtenzer@paulhastings.com
michaelcomerford@paulhastings.com
alexbongartz@paulhastings.com

*Counsel to the Official Committee of Unsecured
Creditors*

- and -

/s/ Juan J. Casillas Ayala

CASILLAS, SANTIAGO & TORRES LLC
Juan J. Casillas Ayala, Esq., USDC - PR 218312
Diana M. Batlle-Barasorda, Esq., USDC - PR 213103
Alberto J. E. Añeses Negrón, Esq., USDC - PR 302710
Ericka C. Montull-Novoa, Esq., USDC - PR 230601
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Telephone: (787) 523-3434
jcasillas@cstlawpr.com

dbattle@cstlawpr.com
aaneses@cstlawpr.com
emontull@cstlawpr.com

*Local Counsel to the Official Committee of Unsecured
Creditors*